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WC 05-250

FCC/MELLON

JUL 27 2005

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Stamp and Return OMB
5010-0599
Page 1 of 1

(1) CHECK BOX 358145		SPECIAL USE ONLY FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by check, give entire name; otherwise, as it appears on the check)		(3) TOTAL AMOUNT PAID (in dollars and cents)	
Mail Holdings, Inc.		\$895.00	
(4) STREET ADDRESS LINE NO. 1			
756 Tyvola Road			
(5) STREET ADDRESS LINE NO. 2			
Suite 100			
(6) CITY		(7) STATE	(8) ZIP CODE
Charlotte		NC	28217
(9) DAYTIME TELEPHONE NUMBER (include area code)		(10) COUNTRY CODE (if not U.S.A.)	
704 665 9036			
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN)		(12) FCC USE ONLY	
0013809371			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 156-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME			
Mail Holdings, Inc.			
(14) STREET ADDRESS LINE NO. 1			
756 Tyvola Road			
(15) STREET ADDRESS LINE NO. 2			
Suite 100			
(16) CITY		(17) STATE	(18) ZIP CODE
Charlotte		NC	28217
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not U.S.A.)	
704 665 9036			
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN)		(22) FCC USE ONLY	
0013809371			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
	CUT	1	
(26A) FEE DUE FOR (FTC)	(27A) TOTAL FEE	(28A) FCC USE ONLY	
\$895.00	\$895.00		
(29A) FCC CODE 1	(29A) FCC CODE 2		
(29B) CALL SIGN/OTHER ID	(29B) PAYMENT TYPE CODE	(29B) QUANTITY	
(26B) FEE DUE FOR (FTC)	(27B) TOTAL FEE	(28B) FCC USE ONLY	
(29B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>David Gessow</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information, and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>7/31/05</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s) and/or extension(s) herein described. SIGNATURE _____ DATE _____			

Stamp and Return

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of

Gridley Telephone Company
Gridley Communications, Inc.
Gridley Enterprises, Inc.

and

Mail Holdings, Inc.

Application for Authorization Pursuant to
Section 214 of the Communications Act of 1934,
as Amended, for Transfer of Control

File No. _____

APPLICATION FOR TRANSFER OF CONTROL

Mail Holdings, Inc., ("Holdings" or "Transferee") and Gridley Telephone Company ("GTC"), Gridley Communications, Inc. ("GCI") and Gridley Enterprises, Inc. ("GEI" and together with GTC, and GCI, "Gridley" or "Transferors") (collectively Holdings and Gridley are the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of Gridley to Holdings. As described in this application ("Application"), Applicants have entered into agreements pursuant to which Holdings shall acquire the majority of the issued and outstanding shares of GEI and an affiliate of Holdings shall acquire all of the remaining shares of GEI (the "Transaction").

Following the Transaction, GTC and GCI will continue to provide service to their customers in their respective territories as wholly owned subsidiaries of GEI.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

(1) Applicants' Name, Address and Telephone Number

Transferors: Gridley Telephone Company
Gridley Communications, Inc.
Gridley Enterprises, Inc.
108 East Third Street
P. O. Box 129
Gridley, Illinois 61744-0129

Telephone: (309) 747-2221
Facsimile: (309) 747-2888

Transferee: Mail Holdings, Inc.
C/O American Broadband Communications, LLC
Attention: Patrick L. Eudy
President
756 Tyvola Road, Suite 100
Charlotte, NC 28217

Telephone: (704) 665-9036
Facsimile: (888) 698-7975

(2) State of Organization

- (a) Gridley Telephone Company, Gridley Communications, Inc., and Gridley Enterprises, Inc. are all Illinois Corporations
- (b) Mail Holdings, Inc. is a corporation organized under the laws of the State of Delaware.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Eric G. Kaufman
President
Gridley Enterprises, Inc.

108 E. Third St.
P.O. Box 129
Gridley, IL 61744
Telephone: (309) 747-2221
Facsimile: (309) 747-2888

Transferee: Patrick L. Eudy
President and CEO
Mail Holdings, Inc.
C/O American Broadband Communications, LLC
756 Tyvola Road, Suite 100
Charlotte, NC 28217

Telephone: (704) 665-9036
Facsimile: (888) 698-7975

Copies of all correspondence, notices, and inquiries should also be addressed to:

David Cosson
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
Telephone: (202) 296-8890
Facsimile: (202) 296-8893

David I. Reader, Esq.
Kevin G. Rupy, Esq.
Keller and Heckman LLP
1001 G Street, N.W., Suite 500W
Washington, D.C. 20001

Telephone: (202) 434-4187
Facsimile: (202) 434-4646

(4) Ten percent (10%) Equity Shareholders:

Transferors:

Gridley Telephone Company:	Gridley Enterprises, Inc.
Gridley Communications, Inc.:	Principal Business: Telecommunications
	Citizenship: United States
	Percent Ownership: 100%

Gridley Enterprises, Inc.	Eric G. Kaufman
	Principal Business: Telecommunications
	Citizenship: United States

Percent Ownership: 66.25%

TRANSFeree:

Mail Holdings, Inc. (a Delaware corporation)

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
American Broadband Acquisition Corp.	100%	USA	Telecom

American Broadband Capital, Inc. (a Delaware corporation)¹

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
American Broadband Communications, LLC	49%	USA	Telecom
Signal Equity Partners II, LP	51%	USA	Investments

American Broadband Acquisition Corp. (a North Carolina corporation)

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
ABB Holdco, Inc.	100%	USA	Telecom

ABB Holdco, Inc. (a Delaware corporation)

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
American Broadband Communications, LLC	49%	USA	Telecom
Signal Equity Partners II, LP	27% ²	USA	Investments

¹ American Broadband Capital, Inc. will acquire a non-controlling 22.5% minority interest in GEI.

² Signal Equity Partners II, LP also holds non-voting, preferred stock.

American Broadband Communications, LLC³

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
William H. Tucker	48.75%	USA	Telecom
Patrick L. Eudy ⁴	48.75%	USA	Telecom

Signal Equity Partners II, LP

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
Signal Equity Advisors II, LLC	2.94% GP	USA	Investments
Garden House, LLC ⁵	58.9% LP	USA	Investments
Eurazeo ⁶	23.5% LP	France	Investments
Burden Direct Investment Fund III	11.76% LP	USA	Investments

Signal Equity Advisors II, LLC

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
Timothy P. Bradley	23.3%	USA	Investments

³ American Broadband Communications, Inc., ("ABCI"), a sister corporation to American Broadband Communications LLC ("ABCL"), holds 40% of American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier ("ILEC") in Mississippi. Signal Equity Partners II, LP ("Signal"), owns the remaining 60% of American Georgetown, Inc. ABCI also holds 49% of Northwest Missouri Holdings, Inc., which, in turn, holds 100% of Oregon Farmers Mutual Telephone Company, an ILEC in Missouri. Signal owns the remaining 51% of Northwest Missouri Holdings, Inc. ABCL owns 49% of Eastern Kansas Holdings, Inc., which, in turn, owns 100% of S & A Telephone Company, Inc., a Kansas ILEC. Signal owns the remaining 51% of Eastern Kansas Holdings, Inc. ABCL owns 49%, and Signal owns 51% of Pymatuning Holding Company, which owns 100% of the Pymatuning Independent Telephone Company, a Pennsylvania rural ILEC.

⁴ Mr. Eudy owns 60% of Dialog Telecommunications, a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina.

⁵ Eliot Nolen, a US citizen, owns approximately 95% of Garden House, LLC and does not own or control other communications businesses.

⁶ Eurazeo indirectly owns approximately 15.2% of Eutelsat, which it holds through a 66% interest in BlueBirds (which holds a 23% interest in Eutelsat). Eutelsat provides communications services in Europe and the Indian Ocean Region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing mobile telephone service in Hong Kong and India.

Alfred J. Puchala, Jr.	22.3%	USA	Investments
Christian Nolen	19.6%	USA	Investments
Malcolm C. Nolen	19.6%	USA	Investments
Charles T. Lake, II	11.2%	USA	Investments

The foregoing reflects all general partnership interests and all 10% or more derivative equity interests in applicants.

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the Transaction

Holdings will purchase 70 shares of GEI capital stock from Eric G. Kaufman (the "Majority Agreement"). Under a separate agreement, Holdings will acquire 54 shares of GEI capital stock collectively owned by all of the minority shareholders of GEI (the "Minority Agreement"). On closing, Holdings will own 124 shares of the outstanding capital stock or a 77.5% controlling interest. The Majority Agreement provides further that a non-controlling 22.5% ownership interest in GEI will be owned by American Broadband Capital, Inc. which will purchase 36 shares of GEI from Eric G. Kaufman. The closing of the Minority Agreement is anticipated by the Applicants to occur simultaneously with the Closing of the Majority Agreement. Upon successful consummation of the Transaction, GTC and GCI will continue to provide local and long distance telephone service to their current subscribers, as wholly owned subsidiaries of GEI.

(7) Geographic Description

GTC is an independent incumbent local exchange carrier providing local exchange and exchange access service to subscribers in one exchange in and around Gridley, Illinois in portions of McLean, Livingston and Woodford counties. GCI offers long distance and Internet services to those same subscribers and customers in nearby towns.

(8) Streamlined Treatment

The Applicants request streamlined treatment for this Application which qualifies for streamlining under Sections 63.03 of the Commission's rules.

The Application is entitled to a presumption of applicability of the streamlined procedures pursuant to Sections 63.03(b)(2)(ii) and (iii). At the close of the Transaction Holdings, together with all of its affiliates, will have a less than 10% share of the interstate, interexchange market.⁷ With respect to Section 63.03(b)(2)(ii), Dialog Telecommunications, a non-dominant carrier provides services exclusively outside the geographic area where the dominant carrier, GTC is dominant. With respect to Section 63.03(b)(2)(ii), the applicant and Holdings' affiliates, Georgetown Telephone Company, Oregon Farmers Mutual Telephone Company, Pymatuning Telephone Company and S&A Telephone Company (and future affiliate, Waverly Hall Telephone, LLC), have fewer than two (2) percent of the nation's subscriber lines and there are no overlapping or adjacent service areas. There are no requests for waivers associated with this Application.

(9) Other Related Applications Before the Commission

Applicants will file an application for Transfer of Control of radio license KCJ579 and will apply for Transfer of Control for the International Section 214 Authority of GCI.

(10) Statement of Imminent Business Failure

⁷ Mail Holdings, Inc. is a holding company which does not itself provide telecommunications services at any location.

Not applicable.

(11) Separately Filed Waiver Requests

None

(12) Public Interest Statement

Upon consummation of the Transaction, GTC and GCI will continue to provide high quality, modern local exchange, exchange access and long distance service to its current subscribers in a manner that will be transparent to them. Grant of this Application will ensure that GTC and GCI will become financially stronger companies as a result of their affiliation with Holdings, a larger organization with greater access to financial and technical resources. Holdings intends to engage in a multi-year effort to upgrade the switching and outside plant network of GTC.

Conclusion.

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

Gridley Telephone Company
Gridley Communications, Inc.
Gridley Enterprises, Inc.

A handwritten signature in black ink that reads "David I. Reader (Ac)". The signature is written in a cursive style.

David I. Reader, Esq.
Kevin G. Rupy, Esq.
Keller and Heckman LLP
1001 G. Street, N.W.
Washington, D.C. 20001

Mail Holdings, Inc.

By

A handwritten signature in cursive script, appearing to read "David Cosson".

David Cosson
KRASKIN, MOORMAN & COSSON, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

July 27, 2005

DECLARATION OF ERIC G. KAUFMAN

I, Eric G. Kaufman, President, Gridley Telephone Company, declare under penalty of perjury that Gridley Telephone Company., including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of Gridley Telephone Company., as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: 07-12-05

Eric G. Kaufman

DECLARATION OF PATRICK L. EUDY

I, Patrick L. Eudy, President of Mail Holdings, Inc., declare under penalty of perjury that Mail Holdings, Inc., including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of Mail Holdings, Inc., as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.



Executed on: 7/20/05